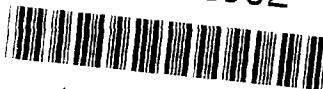


04-18-2002



OMB No. 0651-0027 (exp. 5/31/2002)

102059260

To the Honorable Commissioner of Patents and Trademarks

Send original documents or copy thereof.

1. Name of conveying party(ies):

Ian Zenoni

4-8-02

Additional name(s) of conveying party(ies) attached? [] Yes [X] No

2. Name and address of receiving party(ies)

Name: Intellocity USA, Inc.

Internal Address: 1400 Market Street

Denver, CO 80202

Street Address: 1400 Market Street

City: Denver State: CO ZIP: 80202

Additional name(s) & address(es) attached? [] Yes [X] No

3. Nature of conveyance:

- Assignment Merger
- Security Agreement Change of Name
- Other _____

Execution Date: March 15, 2002

4. Application number(s) or patent number(s): INTE.22USU1 (ITC27)

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) 10/076,950
Title: Video Tags and Markers
Filed: February 12, 2002

B. Patent No.(s) _____

Additional numbers attached? [] Yes [X] No

5. Name and address of party to whom correspondence concerning document should be mailed

Name: William W. Cochran II

Internal Address: The Law Offices of William W. Cochran, LLC

3555 Stanford Road, Suite 230

Fort Collins, CO 80525

Street Address: 3555 Stanford Road, Suite 230

City: Fort Collins State: CO ZIP: 80525

6. Total number of applications and patents involved: [1]

7. Total fee (37 CFR 3.41).....\$40.00

Enclosed

Authorized to be charged to deposit account

8. Deposit account number:

50-1491

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document

William W. Cochran II
Name of Person Signing

[Signature]
Signature

3/27/02

Date

Total number of pages including cover sheet, attachments and document: [2]

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3555 Stanford Road, Suite 230
Fort Collins, CO 80525

ASSIGNMENT OF PATENT APPLICATION

I/We, the undersigned (each) have agreed and hereby agree to assign to Intellocity USA, Inc.
(hereinafter Assignee), for good and valuable consideration, receipt of which is hereby
acknowledged, and do hereby sell, assign and transfer to Assignee, its successors and assigns, the entire right, title and interest,
including the right of priority, in, to and under an application for Letters Patent of the United States entitled:

Video Tags and Markers

Filing date: February 12, 2002 Serial No.: 10/076,950

and the invention(s) and improvement(s) set forth therein, and any and all continuations, continuations-in-part (C-I-P's), divisionals,
and renewals of and substitutes for said application for said Letter Patent, and any and all Letters Patent of the United States and of
countries foreign thereto which may be granted thereon or therefor; and any reissues, or reexaminations, or extensions of said Letters
Patent.

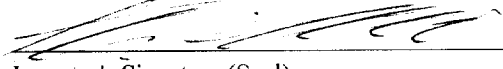
I/We additionally authorize Assignee to file applications in my/our name for Letters Patent in any country, to be held and
enjoyed by Assignee, its successors, assigns, nominees or legal representatives, to the full end of the term or terms for which said
Letters Patent respectively may be granted, reissued or extended, as fully and entirely as the same would have been held and enjoyed
by me/us had this assignment, sale and transfer not been made;

AND I/we hereby covenant that I/we have full right to convey the entire interest herein assigned, and that I/we have not
executed and will not execute any agreement in conflict herewith, and I/we further covenant and agree that I/we will, each time a
request is made, and without undue delay, execute and deliver all such papers as may be necessary or desirable to perfect the title to
said invention(s) or improvement(s), said application and said Letters Patent, to Assignee, its successors, assigns, nominees or legal
representatives, and I/we agree to communicate to Assignee or to its nominee, all known facts respecting said invention(s) or
improvement(s), said application and said Letters Patent, to testify in any legal proceedings, to sign all lawful papers, to execute all
disclaimers and divisionals, continuations, C-I-P's, reissue and foreign applications, to make all rightful oaths and declarations, and
generally to do everything possible to aid Assignee, its successors, assigns, nominees and legal representatives to obtain and enforce,
for its or their own benefit, proper patent protection for said invention(s) or improvement(s) in any and all countries provided the
expenses which may be incurred by me/us in lending such cooperation and assistance are paid by Assignee.

AND I/we hereby authorize and request the Commissioner of Patents and Trademarks of the United States and any official of
any country or countries foreign to the United States whose duty it is to issue patents on applications as aforesaid, to issue to Assignee,
as assignee of the entire right, title and interest, any and all Letters Patent for said invention(s) or improvement(s), including any and all
Letters Patent of the United States which may be issued and granted on or as a result of the application aforesaid, in accordance with
the terms of this assignment.

I/we further authorize and direct Assignee's attorneys to insert the serial number and filing date of said application now
identified by the attorney docket number and title set forth above as soon as the same shall have been made known to them by the
United States Patent and Trademark Office.

IN WITNESS WHEREOF, I/we hereunto set my/our hand(s) and seal(s):



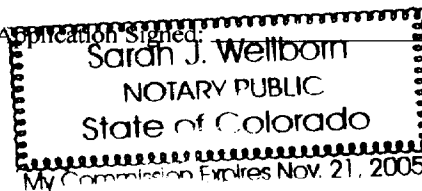
Inventor's Signature (Seal)

Date Assignment Signed: 3/15/02

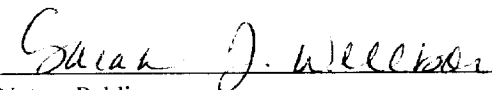
Inventor's Typed Name: Ian Zenoni

Date Application Signed: _____

State of Colorado)
) ss.:
County of Denver)



Before me this 15 day of March, 2002, personally appeared Ian Zenoni who is personally known or
proved to me on the basis of satisfactory evidence to be the person who acknowledged the foregoing instrument of assignment to be his
free act and deed.



Notary Public
My commission expires: Nov 21, 2005